

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BIOFUSION, LLC		07/24/2012	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	BANK OF THE WEST, as Agent		
Street Address:	4400 MacArthur Boulevard, Suite 150		
City:	Newport Beach		
State/Country:	CALIFORNIA		
Postal Code:	90026		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3988887	BIOFUSION	
CORRESPONDENCE DATA			
Fax Number:	9497600182		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(949) 760-1121		
Email:	trademark@buchalter.com		
Correspondent Name:	Farah P. Bhatti, Esq.		
Address Line 1:	18400 Von Karman Avenue, Ste 800		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	U5087-0009		
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.		
Signature:	/Farah P. Bhatti/		

Date:

07/27/2012

Total Attachments: 3

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

July 24, 2012

MODERN HC PHARMACY, INC., a Delaware corporation ("MHCP") and BIOFUSION, LLC, a California limited liability company ("BioFusion"; BioFusion and MHCP, each individually, the "Debtor" and collectively, the "Debtors"), each of whose address is 110 East Huntington Drive, Monrovia, California 91016 hereby acknowledge that, pursuant to the Agreement (defined below), they have granted to BANK OF THE WEST, a California corporation, as agent ("Secured Party"), whose address is 4400 MacArthur Boulevard, Suite 150, Newport Beach, California 90026, a security interest in and to all of the Debtors' right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Debtors (the "Trademarks"), together with the goodwill and assets of the business; to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of July 24, 2012 (the "Agreement"), entered into among Debtors, Modern HC, Inc., a Delaware corporation, ModernHEALTH specialty (PC), LLC, a Delaware limited liability company, ModernHEALTH Specialty (AD-RX), LLC, a Delaware limited liability company and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.


* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date hereof.

MODERN HC PHARMACY, INC.,
a Delaware corporation

By: 
Name: Richard I. Katz
Title: Chief Executive Officer

BIOFUSION, LLC,
a California limited liability company

By: Modern HC, Inc.,
its sole member
By: 
Name: Richard I. Katz
Title: Chief Executive Officer

Memorandum and Notice of Security Interest
in Intellectual Property

TRADEMARK
REEL: 004830 FRAME: 0574

EXHIBIT A

Trademarks




Debtor	Description	Registration No.	Registration Date
Modern HC Pharmacy, Inc.	MODERN HEALTH	2103771	October 7, 1997
Modern HC Pharmacy, Inc.	MODERN	2103772	October 7, 1997
Modern HC Pharmacy, Inc.	 Design Only	1906823	July 18, 1995
Modern HC Pharmacy, Inc.	 Design Only	2896995	October 26, 2004
Modern HC Pharmacy, Inc.	 Design Only	2679631	January 28, 2003
BioFusion, LLC	BIOFUSION BIOFUSION	3988887	July 5, 2011

Exhibit A

BN 11766335v2

RECORDED: 07/27/2012

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